




# EXECUTIVE ROLES: Chair, Vice, Treasurer & Secretary & COMMITTEES

Calgary Board Leadership  
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Community Development Officer



## Session Guiding Principles

Everyone has wisdom

Learn from and support each other

Unhinge from distractions

But do what you need to do

Invite general questions or comments

Not specific situations as a large group but happy to discuss later

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## Things to talk about...

**Individual Executive roles**

- People / group management and leadership
- Leadership: Advocacy & planning

**Roles of Executive Committee**

- Leadership between meetings
- Organizational structure and accountability

**Committees**

- Purpose, authority, types & terms of reference

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## Who is here?

Stand if you answer yes

Challenge you to find someone new that you can meet over lunch.

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## Board leadership capacities

- Ability to share a compelling vision
- Modeling and ensuring accountability
- Commitment & knowledge of board development and improvement
- Support and participate in evaluating board, self and any senior staff
- Approve/ monitor budget & fiduciary duties
- Develop & maintain positive relationships
- Help facilitate effective meetings

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## Individual Roles of the Executive Members

- Chair
- Vice Chair
- Secretary
- Treasurer

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## Board Chair - What not to do...

[https://www.youtube.com/watch?v=u5u\\_T4NSqoI&list=TLINNdyF5xVwoCkgRnq7i6D9kqpwroM4](https://www.youtube.com/watch?v=u5u_T4NSqoI&list=TLINNdyF5xVwoCkgRnq7i6D9kqpwroM4)

**Domineering Chair – Strive!**

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## Roles for the Board Chair...

**Help the Board make the wisest decisions possible**

- High standards of excellence and preparation
- Positive, productive relationships with board members, volunteers and staff
- Clear level of decision making or delegation
  - *Is the decision made by the board or by others?*
- Agenda and meeting facilitation / host
  - *Done with support from others?*
- Consider policy revision and succession planning

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## Example Chair Job Description

- Provides leadership to board & organization, Attends all board meetings
- Knowledge of the organization & commitment to its mission, goals & objectives
- Chairs meetings – Board and Executive
- Orients board & committee members
- Serves ex officio to committees
- Acts as one of the signing officers
- Evaluates board decision making & effectiveness
- Ensures mission focus, adheres to bylaws / constitution and accountability

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## Outside Meetings – Other Chair Responsibilities

People - Leadership & Mentoring

- Orient & build the team
- Build relationships – committees & staff
- Ensure accountability & performance measures
- Share your passion & knowledge - (and know your group, foundations, bylaws, policies etc.)

Communication & Advocacy

Organization & Succession Planning

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## Vice Chair / President- elect

- Attend all board meetings
- Maintain knowledge of the organization and personal commitment to its goals and objectives
- Acts in absence of the Chair
- Learns (shadows) duties of the Chair
- Prepares to serve as Chair in future
- May chair committee(s)
- Acts as signing officer
- May act as governance officer
- Other duties?

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## Secretary's Responsibilities

### WHAT:

- Meeting Administration
- Record Meeting Minutes - Decisions
- Correspondence, Records & Documents Tracking

### WHY:

- Maintain organization's history
- Serve as contact person for organization's records & documents
- Help organizational effectiveness & efficiency
- Reduce liability
- Help represent the organization

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## Administration of Meetings

### WHAT

- Notice of Meetings
- Agenda - Prepare and distribute agenda
- Include minutes, reports & correspondence
- Ensure minutes are recorded accurately
- Sign approved minutes & keep official record
- Keep Track of Important Dates & Filings
- Annual Return
- Bylaw Amendments, Incorporating documents

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## Meeting Minutes

- **HOW:**
- **Consistent style, format (create a template)**
- **Cover the following (at minimum):**
  - Who was at the meeting, who wasn't
  - Date, time (start and end), location
  - Items discussed
  - Reports presented
  - Decisions made: text of motions presented and description
  - Follow up actions required, by whom and by when
  - Date, time and location of next meeting

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## Tips for Minutes

- Record **decisions and actions** but not the discussion (in general)
- Keep them brief but informative
- Help the Chairperson ensure business and actions from previous meetings are brought forward to future meetings
- If possible, have the same person take minutes if you are not able to attend a meeting
- Write up & send minutes soon after meeting!
- Have a standard safe place where the official minutes are stored
- ***What other things have you found helpful?***


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## Correspondence

### In a timely fashion:

- Share correspondence received with board members
- Send out all organization correspondence
- Ensure contact information for organizational correspondence are up to date (email, telephone, mail, street addresses)
- Ensure an up-to-date contact list of board, members, funders and key contacts of the organization





## Custodian of Records

Ensure that the records of the organization are maintained as required by law and made available when required by authorized persons and to reduce liability.

**TIP:**  
**Become familiar with legislation**

- Societies Act
- Freedom of Information and Protection of Privacy
- Others?



## Records and Documentation

- **At meetings, it is helpful to have:**
  - Agenda Package
  - Bylaws / Legislation
  - Policies
  - Quorum Guidelines
  - Meeting Minutes (*from previous year*)
  - Strategic Plan

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## Records and Documentation

List of key records commonly kept & constantly updated: (Board in a Box)

- Bylaws, Societies Act Registration
- Policies and Procedures
- Minutes and Agendas
- Financial Documents
- Annual Returns
- Organization/ Member Contact List
- Strategic Plan
- Annual General Meeting

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## Example Secretary Job Description

From sample bylaws on Service Alberta – Corporate Registry website: **SECRETARY**

- It shall be the duty of the secretary to **attend all meetings** of the society and of the Board, and to **keep accurate minutes** of the same.
- He/she shall have charge of the Seal of the society which whenever used shall be **authenticated by the signature of the Secretary** and the President, or, in the case of the death or inability of either to act, by the Vice-President.
- In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board.

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## Example (continued)

- The Secretary shall have **charge of all the correspondence** of the society and be under the direction of the President and the Board
- The Secretary shall also keep a **record of all the members** of the society and their addresses, send all notices of the various meetings as required, and
- **Collect and receive the annual dues** or assessments levied by the society. Such monies shall be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required.
- ***What are some examples from your bylaws, policies, procedures describing the role or responsibilities of the secretary (if any)?***

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## What is a Treasurer?

- ❖ 1 traditional officer or Executive roles
- ❖ Nonprofit context: Oversee financial management and report to the board and members financial status of organization.

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## Financial Responsibilities of NP Boards

### Who is Responsible?

- The Board of Directors
- Individual – voting for financial policies and the budget
- Collectively – fiduciary responsibility
- The board may delegate authority for some financial management duties to senior staff, finance committee or a treasurer

### What is Required?

- What is stated in corporate legislation and other legislation and regulation
- What is stated in your bylaws

*Everything else is optional...*

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## Financial Management

### Financial Management = *managing how*:

1. Income is generated (contributions or earnings)
2. Money is spent
3. Net assets are protected/ invested
4. Finances are presented and accounted for

### Activities Related to Financial Management:

- Budgeting
- Accounting and financial statements
- Reporting and analysis
- Developing and monitoring financial policy
- Managing cash flow
- Transactions and internal controls
- Managing grants and contracts
- Financial risk management
- Annual reporting, income tax filing and statutory remittances

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## Finance Functions in Organizations

### Transactional

- clerical tasks that support the accounting function, such as copying, filing, and making bank deposits
- attention to detail , understanding of basic accounting principles

### Operational

- range of accounting functions, such as paying bills and producing monthly financial statements
- nonprofit accounting knowledge, including managing grants and contracts

### Strategic

- systems development, financial analysis, planning, and communication about the organization's financial position
- Chief Financial Officer (CFO) level knowledge and skills

Barr, Kate, and Jeanne Bell, "An Executive Director's Guide to Financial Leadership," *The Nonprofit Quarterly*, Fall/Winter 2003, 8-15. Accessed March 31, 2014, <https://nonprofitquarterly.org/management/19126-an-executive-directors-guide-to-fi-nancial-leadership.html>

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## Sample Job Description – Board Treasurer

- Attend all board meetings
- Maintain knowledge of the organization and personal commitment to its goals and objectives
- Understand financial accounting for nonprofit organizations
- Serve as the chair of the finance committee
- Manage, with the finance committee, the board's review of and action related to the board's financial responsibilities
- Work with the chief executive and the chief financial officer to ensure that appropriate financial reports are made available to the board on a timely basis
- Present the annual budget to the board for approval
- Review the annual audit and answer board members' questions about the audit

*Roles and Responsibilities (BoardSource 2008).*

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# Leadership Roles

Executive Committee

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## Roles of Executive Committee

<b>Decision Making</b> - support the group to make the best decision possible	<b>Communication</b> – internally & externally
<b>Advocacy</b> – represent the organization	<b>Planning</b> – strategic and succession planning
<b>People Management</b> – leadership, group dynamics, accountability etc.	<b>Evaluation</b> – board, meetings, organization, staff etc.

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## Communication & Advocacy

Create a healthy & respectful environment	2 ears, 1 mouth
Be clear & manage your message	One board member but can represent the board or organization externally
The board represents your membership / community to the public & stakeholder	

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## Planning

Set realistic goals – develop or review strategic plan for organization	Identify quick wins & successes
Can timeline goals, performance measure & meetings (budget cycle etc.)	Succession - what do you need to do to ensure others can continue? <ul style="list-style-type: none"><li>• Can you mentor or support others to step in &amp; learn?</li></ul>

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## And meeting management...

- Ensure others are on task: minutes, reports etc.
- Ensure rule of order are followed (bylaws etc.)
- Set intention / expectations - "we are going to spend 10 minutes on this and then move on" (and follow through)
- May need different processes or tools to engage people and come to good conclusions
  - Sticky notes, pairs or small group conversations etc.
- Evaluate meetings regularly – may be a short debrief at each meeting or set it as an agenda item every few meetings

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## Don't forget...

- Establish accountability and action items with timelines / due dates
- Acknowledge and celebrate success
- Say thank you & express gratitude often
- Food / refreshments?
- Have fun

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## Committees

Purpose  
Authority  
Types  
Terms of Reference

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## Why have committees?

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Can save time at board or general meetings

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Can make work more efficient

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Can bring is specialized skills & interests

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Can be used to have members gain skills & experience

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May work in policy or operations

**Things to consider**

- Committee's purpose, authority, responsibilities, membership, resources
- Clarify in a terms of reference

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## Authority of Committees

Receives authority from the board

Can have different levels of authority

Limited advisor – committee investigates & reports, board decides

Active advisor – committee investigates & suggests, board decides (on suggestion)

Limited Agent – committee takes some action with board consent

Active Agent – committee take action, board can ratify later

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## Types of Committees

	Standing	Ad Hoc	Sub-committee
Duration	On-going	Short term	Short term or on-going
Authorized by	The board – TOR	Board	Board or committee
Role	Deal with issues; people, money, business, program or advocacy	To support the board for a specific task	Support a committee to do specific tasks
Accountable to	Board	Board	Committee
examples	Finance committee	Policy development	Conference planning group

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## Terms of Reference

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Name & type

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Purpose & Authority – area of responsibility

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what decisions can be made

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Membership – terms, chairperson,

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Meetings & workload

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Reporting & timelines

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Resources – budget / staff

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Approved by board & review date

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## Reflections & Resources

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## Reflection on ...

*What is the legacy of your Executive?*

*What do you want to do / get accomplished while you are on the board?*

*What do you want to leave for those that follow you?*

- *What is one thing that you can take back to your board / group?*

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## Board Governance Resources

**Government of Alberta Resources**  
 The Community Development Unit, Alberta Culture  
 - provides customized, personalized facilitation and consultations services  
[www.culture.alberta.ca/communitydevelopment](http://www.culture.alberta.ca/communitydevelopment)

The Board Development Program, Alberta Culture  
 - bulletins, workbooks & workshops on Board roles and responsibilities  
[www.culture.alberta.ca/bdp](http://www.culture.alberta.ca/bdp)


Other Resources (not an endorsement):

Propell:us [www.propellus.org](http://www.propellus.org)

Volunteer Alberta [www.volunteer.alberta.ab.ca](http://www.volunteer.alberta.ab.ca) VARC

Board Source [www.boardsource.org](http://www.boardsource.org)

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 **Useful Financial Resources**

**Fiscal Policies and Procedures Template and Guide (Compass Point, June 2012)**  
<https://www.compasspoint.org/guide-and-template-fiscal-policies-and-procedures>

**Financial Responsibilities for Not-for-Profit Boards (Alberta Government & The Muttart Foundation, 2008),**  
[http://culture.alberta.ca/bdp/workbooks/Financial\\_Responsibilities09.pdf](http://culture.alberta.ca/bdp/workbooks/Financial_Responsibilities09.pdf)

**Standards Program for Canada's Charities and Nonprofits (Imagine Canada, 2012)**  
<http://www.imaginecanada.ca/node/172>

**Financial Management Resources: National Council of Nonprofits**  
<http://www.councilofnonprofits.org/resources/financial-management>

**An Executive Director's Guide to Financial Leadership (Barr and Bell, 2014)**  
<https://nonprofitquarterly.org/management/19126-an-executive-directors-guide-to-financial-leadership.html>

**A Guide to Financial Statements for Not-For-Profit Organizations (CPA Canada, 2013)**  
<http://www.cica.ca/focus-on-practice-areas/governance-strategy-and-risk/not-for-profit-director-series/npo-briefings/item65426.pdf>

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 **Thank you!**

**Questions and comments are welcome**

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Community Development website:  
<http://culture.alberta.ca/communitydevelopment/default.aspx>  
 The Board Development Program  
<http://culture.alberta.ca/bdp/default.aspx>

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